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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM 8-K

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### CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act 1934

Date of Report (Date of earliest event reported): June 10, 2004

Commission File Number 1-8858

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## UNITIL CORPORATION

(Exact name of registrant as specified in its charter)

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**New Hampshire**  
(State or other jurisdiction of  
incorporation or organization)

**6 Liberty Lane West,  
Hampton, New Hampshire**  
(Address of principal executive offices)

**02-0381573**  
(I.R.S. Employer  
Identification No.)

**03842-1720**  
(Zip Code)

Registrant's telephone number, including area code: (603) 772-0775

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**Item 7. Financial Statements and Exhibits**

Financial Statements

None

Exhibits

Exhibit 99: Notice to directors and executive officers dated June 10, 2004.

**Item 11. Temporary Suspension of Trading Under Registrant's Employee Benefit Plans**

On June 10, 2004, Unital Corporation issued a notice to its directors and executive officers regarding an upcoming blackout period associated with its 401k Plan. The notice to Unital Corporation's directors and executive officers is filed with this Form 8-K as Exhibit 99.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

UNITIL CORPORATION  
(Registrant)

Date: June 10, 2004

/s/ Mark H. Collin

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Mark H. Collin  
Chief Financial Officer



memorandum

June 10, 2004

**Mark H. Collin**

Senior Vice President,  
Chief Financial Officer & Treasurer

**To:** To the Directors and Executive Officers of Unitil Corporation**Re:** 401(K) Plan Blackout Period

In connection with the Company's upcoming change to New York Life Investment Management Company (New York Life) as the successor Trustee for the Tax Deferred Savings and Investment Plan (401(k) Plan), there will be a period of time during which 401(k) Plan participants will be unable to direct or diversify investments in their individual accounts, also known as a blackout period. Therefore, because the blackout period will be greater than three consecutive business days, we are subject to certain restrictions and requirements under Section 306 of the Sarbanes-Oxley Act of 2002 (the Act).

- 1) Section 306 of the Act states that it is unlawful for any director or executive officer of an issuer of any security, directly or indirectly, to purchase, sell or otherwise acquire or transfer any equity security of the issuer during any pension plan or 401(k) plan blackout period.
- 2) Section 306 of the Act also requires the issuer to provide timely notification to its plan participants, and its directors and executive officers, of not less than 30 calendar days and 15 calendar days, respectively, before the beginning of the blackout period.
- 3) In addition, the Securities & Exchange Commission (SEC) also requires issuers to notify the SEC of an upcoming blackout period through the filing of a current report on Form 8-K on the same day notice of the blackout period is given to directors and executive officers.

The 401(k) Plan blackout period for the transition to New York Life is expected to begin on July 9, 2004 and end during the week of August 15, 2004. As noted above, during this timeframe you will be unable to purchase, sell or otherwise acquire or transfer any shares of Unitil that you beneficially own, either directly or indirectly.

If you have any questions concerning the upcoming blackout period, please do not hesitate to contact me at 603-773-6612, George Long at 603-773-6490 or Sandy Whitney at 603-773-6561. Alternatively, George, Sandy and I can also be reached by calling toll-free, 800-999-6501.

Corporate Office

6 Liberty Lane West  
Hampton, NH 03842-1720

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Toll-Free: 800-999-6501  
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